General By-Law No 2 of The 519 - 2024

Authority: Board of Management of The 519 Church Street Community Centre Item 6.1 as adopted by the Board of Management on June 10, 2024 and approved by City Council on July 24, 2024 (see item Agenda Item History - 2024.EX16.6 (toronto.ca))

a) The Relationship Framework requires each community centre board to pass a 'Procedure by-law' and forward it to City Council for approval. In the case of The 519, its 'Procedural by-law' is this *General By-Law No 2 of The 519*.
b) This General By-Law No 2 of The 519 ("The By-Law"), replaces "The Board of Management By-Laws (Constitution), September 25, 2007".

The purpose of this Bylaw is to govern the proceedings of the Board of Management of The 519 Church Street Community Centre (herein referred to as The 519) in accordance with section 189 of the City of Toronto Act, 2006 which provides that the Board of Management of The 519 Church Street Community Centre shall pass a by-law respecting the calling, place, and proceedings of meetings.

All governance of The 519 Church Street Community Centre and interpretation of this by-law shall comply with applicable legal requirements, including the City of Toronto Act, Municipal Freedom of Information and Protection of Privacy Act, the Human Rights Code and City policies such as the Code of Conduct for Members of Local Boards (Restricted Definition).

ARTICLE A - INTERPRETATION—GENERAL, DEFINITIONS, HIERARCHY OF AUTHORITIES, INTERPRETATION OF THE 519 GOVERNING DOCUMENTS

1) Interpretation-General

In this By-Law:

a) The By-Law shall always be interpreted in harmony with the goals of The 519 and in accordance with the City of Toronto Act, The Toronto Municipal Code and applicable City by-laws and Council decisions, The City of Toronto-Association of Community Centres Relationship Framework, and other relevant City of Toronto policies, by-laws and provincial/federal statutes. Where this By-law conflicts with applicable legal requirements, the applicable statute, regulation or policy will govern.

b) Words in the singular include the plural and vice-versa.

c) Use of the word "or" means one, some, or all of the possibilities of that provision, unless it is otherwise clear from the context.

d) Use of the word "including" is not limiting to the possibilities of that provision, unless it is otherwise clear from the context.

e) Use of the word "including" is not limiting to the possibilities of that provision.

2) Definitions

The following definitions apply to this By-Law and to Board Resolutions and policies, unless context requires otherwise:

a) **Agency Head** – means the Executive Director/Officer of The 519, working in accordance with the City of Toronto Public Service Bylaw.
b) **Annual General Meeting** – means the Annual General Meeting of the Membership of The 519.
c) **Board** – means the Board of Management of The 519.
d) **Board Member** - means an individual appointed to the Board by the City to govern the affairs of The 519 after individuals are recommended for appointment to City Council through an election by Catchment Members.
e) **Board Policy** - means a policy passed by The 519's Board, which sets standards for operational oversight; governance including Board procedure; and/or defines the Board's relationship to its Agency Head.
f) **Catchment** - means the area bounded by Bay, Bloor/Danforth, the Don Valley, and the railway lands south of The Esplanade. Under sections 4.1.8 and 4.1.9 of the AOCC Relationship Framework, changes to the catchment area require approval of the City Manager and in some instances City Council.
g) **Catchment Member** - means a Member in good standing that resides in the Catchment and has voting rights to elect candidates for the Board.
h) **Chair** – means Chair of the Board of Management of The 519
i) **City of Toronto** - means The City of Toronto.
j) **City of Toronto Act** – means *City of Toronto Act, 2006, S.O. 2006, c. 11, Sched. A*, including the regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time.
k) **Clerk** - The City Clerk of the City of Toronto.
l) **Committee** - A committee established by the Board.
m) **Council** - The Council of the City of Toronto and includes any of its committees to which the authority of Council has been delegated.
n) **Individual** - means a natural person.
o) **Meeting** - A meeting of the Board.
c) **Member** – An individual who is eligible and applied for membership at The 519. If used without specificity, Member means both Catchment Members and Non-Catchment Members of The 519.
p) **Motion to Defer** - A motion to delay a decision on a matter by postponing consideration of the matter: (1) indefinitely; (2) until, or within, some specified time or time period; (3) until a specified event happens; or (4) until a report or communication is presented.

q) **Motion to Receive for Information** - A motion to acknowledge a matter or part of a matter including the main motion or amendment, to take no current action on the matter, and to place the matter in the Secretariat's records for future reference.

r) **Motion to Refer** - A motion to send a matter, including a main motion or amendment, to a Committee or person for more information or recommendation.

s) **Motion to Defer** – A motion to delay a decision on a matter by postponing consideration of the matter:
   a. Indefinitely;
   b. Until, or within, some specified time or time period;
   c. Until a specified event happens; or
   d. Until a report or communication is presented.

t) **Non-Catchment Member** - means a Member in good standing who does not reside in The 519's Catchment.

u) **Ordinary Resolution** – means a recommendation or motion passed by the majority.

v) **Point of Order** – Bringing to the attention of the Chair and Board Members that a person has broken a rule or made an error in procedures and asking that the Board meeting follow the rules or that the error in procedure be corrected.

w) **Point of Privilege** - A request to the Chair and to the Board to immediately consider and take action to remedy a situation negatively affecting the rights or privileges of Board Members or the Board, despite other pending business currently before the Board.

x) **Procedures By-law** - This by-law as amended from time to time.

y) **Quorum** - The number of members required to be present at a meeting to legally conduct business at the meeting.

z) **Recorded Vote** - A vote for which the Secretariat records all Members present and how they voted.

aa) **Relationship Framework** means The Relationship Framework for The City of Toronto and The Boards of Management for Association of Community Centres including the Board of The 519 Church Street Community Centre, as amended from time to time.

bb) **Secretariat** - The person(s) designated by the Agency Head to serve as clerical support to the Board.

cc) **Special Meeting** - A Board meeting other than a regular meeting, a continued meeting, or a reconvened meeting at call of the Chair for a specific purpose.

dd) **Special Resolution** – means a recommendation or motion required to be passed by not less than two-thirds of the votes cast.

ee) **Toronto Municipal Code** - means the compilation of City by-laws forming the current City municipal code and includes by-laws of the former City of Toronto where applicable and still in force.

ff) **Toronto Public Service By-law** – means City of Toronto Municipal Code Chapter 192, Public Service, as amended from time to time.

3) Hierarchy of Authorities

The Board acts in accordance with the authority delegated to it by the City of Toronto. This By-Law was written in accordance with that delegated authority. The 519 will act in accordance with all applicable decisions of City Council.

4) Interpretation of The 519 Governing Documents

The 519 has a variety of documents that govern and describe its operations. In the event of an inconsistency between these documents, a document appearing higher on this list shall be followed instead of the document appearing lower on the list:

a) A Special Resolution passed in accordance with this By-Law to amend this General By-Law No 2 of The 519, subject to approval by Council;
b) This General By-Law No 2 of The 519;
c) Any other Ordinary Resolution passed by the Board;
d) An operational policy, rule or practice of The 519 that been formally adopted by Ordinary Resolution of the Board; and
e) An operational policy, rule or practice of The 519 developed by the Agency Head or delegate that has not been formally adopted by Ordinary Resolution of the Board.

PART 1: BOARD GOVERNANCE

ARTICLE B - NAME OF ORGANIZATION

(1) The operating name of the organization is 'The 519 Church Street Community Centre' .

ARTICLE C – GOVERNANCE FRAMEWORK

(1) The 519's Board is a local and a city board under the City of Toronto Act with authority delegated to the Board by City Council under the former City of Toronto Municipal Code Chapter 25, Community and Recreation Centres, and the Relationship Framework.

(2) The 519 is a community centre that provides community space and a range of programs and services for the local community as well as the broader 2SLGBTQ+ communities of common interest.

(3) The Board is subject to City rules and governs the management, operation and maintenance of the community and oversee the development, funding and management of all programs at The 519 in accordance with the Relationship Framework.

(4) The Board recognizes that The 519 operates on Indigenous lands within a colonial governance framework. We are committed to a process of reconciliation with Indigenous peoples and communities, and finding wherever possible, less colonial ways of governance.

(5) The Board may delegate the management, operations and programming of The 519 to the Agency Head and set standards for that management, operation and programming in Board or operational policies. The Agency head shall carry out all delegated duties in accordance with the Toronto Public Service By-law.

(6) The fiscal year of The 519 shall align with the City's fiscal year.

(7) By Ordinary Resolution, the Board may reimburse a Board Member for reasonable expenses incurred in performing their duties in accordance with the Relationship Framework. Any Board Member seeking reimbursement shall make a request to the Agency Head and the Board will consider the matter at the next regular Board meeting.

(8) The Board has the authority to hire the Executive Officer of The 519.

(9) The Agency Head is delegated authority to hire Employees in accordance with a hiring policy adopted and maintained in accordance with subsection 212(2) of the City of Toronto Act.

(10) The Board will establish and maintain various Board Policies aligned with City by-laws and operations, which cover:

a) The procurement of goods and services;
b) Signing authorities;
c) Cheque and electronic funds transfer authorities;
d) Authority to conduct other banking transactions;
e) Authority to conduct transactions related to investments; any
f) All other policies it sees fit for the purposes of effective strategic governance and operations.

(11) By Ordinary Resolution, the Board may adopt, amend or repeal Board policies that are consistent with this By-Law. Any Policy adopted by the Board shall continue to have force and effect until amended, repealed or replaced by a subsequent Ordinary Resolution of the Board.

(12) Any procedure for which rules have not been provided in this By-Law will be decided by the Chair of a meeting as far as reasonably possible in accordance with the rules of Council.

(13) This By-Law serves as the procedure by-law for The 519 and describes the way the Board exercises its governance proceedings within its delegated authorities. This and any amended procedural By-laws require approval by Council and are filed with the City of Toronto.

ARTICLE D - OBJECTIVES

(1) The objective of the organization is to maintain, manage and operate the land and building at 519 Church Street in the City of Toronto as a local and a city board, one that provides programs and services for neighbourhood residents within the Catchment, and the broader 2SLGBTQ+ community.

ARTICLE E - BOARD COMPOSITION, TERMS AND EXECUTIVE OFFICERS

(1) Board Composition

a) The Board composition is outlined in former City of Toronto Chapter 25, Community and Recreation Centres and the Relationship Framework.

b) Candidates for the Board must meet eligibility requirements to be eligible to stand for election by Catchment Members. The eligibility requirements are defined in the City's Public Appointments Policy and further in Board policy including:

   i) Have attained the age of eighteen years by the date of the Annual Meeting;
   ii) Is a resident of the City of Toronto;
   iii) Applies to become a candidate Board member and completes the Nominations process;
   iv) Is not a current or former employee of The 519 (within the previous 24-month period from the date of Board elections); and
   v) Meets any other qualifications set out in the *Relationship Framework;* and/or applicable 519/City policies.

c) In accordance with the Relationship Framework, Board Member candidates are elected by eligible Catchment Members at an Annual General Meeting of Members and recommended to Council for appointment.

d) Board Members serve at the pleasure of Council.

e) The conduct and oversight of Board Members is outlined in the City's Code of Conduct For Members of Local Board (Restricted Definition) and associated Code of Conduct Complaints Protocols for Local Boards, this By-law, and other Board policy.

f) Board Members serve for terms determined by Council in their appointment. Under subsection 141 (4) of the City of Toronto Act the term cannot exceed four years. The term of appointment of a board member continues until their successors are appointed.

g) Board members are eligible for reappointment on the expiration of their term of office but no person shall serve on the Board for more than eight years or until their successors are appointed.

h) A vacancy on the Board may be declared upon:

   i) The death of a Board member;
   ii) The resignation of a Board member;
   iii) The revocation of a Board member's appointment by the City;
   iv) The Board member ceases or fails to meet the eligibility requirements for

membership on the Board;

v) Three consecutive absences from regular monthly Board meetings by a Board member without being authorized to do so by an Ordinary Resolution of the Board; or

vi) Any other criterion for the seat becoming vacant under the City of Toronto Act being met.

i) In the event of a vacancy on the Board, the Board will notify the City as soon as possible. Board members then in office may by Ordinary Resolution nominate any eligible individual to fill the vacancy, and the Board will notify the City of any so nominated individual. Once appointed by the City to fill the vacancy, the appointed Board Member will hold office for the remainder of the term of the individual they replaced or such other term set by Council as permitted under section 209 of the City of Toronto Act, 2006.

ARTICLE F – MEMBERSHIP

1) **Membership**

a) The Board will establish eligibility criteria, engagement benefits and termination provisions for Members through Board Policy.

b) Individuals must apply to become a Member of The 519 in accordance with the processes and criteria set out in Board Policy. As part of an application or renewal for Membership of The 519, all applicants shall commit to provide truthful and accurate information on any application or renewal form; and adhere to the by-Laws, decisions and policies of The 519 and City.

c) Employees of The 519 are not eligible to become Members, due to the potential for conflict of interest.

d) The Board may, from time to time, establish Membership fees for both Catchment and Non-Catchment Members and shall ensure the maintenance of up-to-date records of all Catchment and Non-Catchment Members in good standing, including maintaining evidence of Member application or renewal in accordance with Board policy.

2) **Membership Renewals**

a) The Board will establish the term of Membership for Catchment Members and Non-Catchment Members which will be no longer than one calendar year.

b) The Board will establish an annual process to inform current Catchment and Non-Catchment Members of their Membership expiry and the option to renew their Membership at least sixty days prior to the Annual General Meeting.

3) **Suspension or Cancellation of Membership**

The 519 has the authority to suspend or cancel Catchment or non-Catchment Membership in

accordance with Board policy including:

a) Failure to pay any fee(s) required by the Member;
b) Violations of any provision of the by-laws of The 519;
c) Violations of Board Policy; and
d) Failure to maintain any qualifications for Membership described in Board Policy.

PART 2: MEETING PROCEDURES

ARTICLE H - BOARD AND CONDUCT OF BUSINESS

1. Principles of the procedures by-law.

(1) The following Board Members' rights are the principles upon which the procedures by-law is based:

a) Board Members will strive to achieve consensus and collaborative decision making where possible and within appropriate timeframes to ensure effective governance;
b) The majority of Board Members have the right to decide;
c) The minority of Board Members have the right to be heard;
d) All Board Members have the right to information to help make decisions, unless otherwise prevented by law;
e) Board Members have a right to an efficient meeting;
f) All Board Members have the right to be treated with respect, dignity, courtesy and addressed in their stated pronouns;
g) All Board members have the right to be accommodated where possible to ensure effective engagement in decision making; and
h) All Board Members have equal rights, privileges and obligations.

(2) This procedures by-law is interpreted in accordance with the principles set out in this Subsection (1) of this By-law.

2. Business conducted according to the by-law

The Board will observe the rules in this By-law in all proceedings of the Board and, as applicable, its Committees.

3. Procedures By-law has Priority

In the case of a conflict with this By-law and any other by-law or Board Policy, this By-law will take precedence.

4. Parliamentary authority

If there is a conflict between two or more rules in this By-law, or if there is no specific rule on a matter, the Chair will rule. The Chair may use the City's Municipal Code Chapter 27, Council Procedures and the Board's practices and former decisions, including previous rulings, as aids in ruling.

ARTICLE I – COMMITTEES OF THE BOARD

1. Establishment of Committees

a) The Board may establish Committees, appoint Committee members, and assign duties to the Committees as it may desire in Board Policy, and the reports of all the Committees will be forwarded to the Board for consideration.
b) Committees will consist of at least 2 persons and be chaired by a Board Member.
c) At the beginning of each term the Board, as soon as practicable, will establish the Committees and appoint the Chairs of the Committees for a term as outlined in Board Policy.
d) Quorum for committee meetings will be a majority of the persons appointed to the Committee. The Board may approve additional quorum requirements in Board Policy through the Committee's Terms of Reference.
e) The Board shall fill a vacancy on a Committee as soon as possible after it occurs.
f) A Committee does not have authority to make a final decision and will provide its reports and recommendations to the Board for consideration. The Board considers the Committee's recommendation as the main motion on the item under discussion.

ARTICLE J – ROLES, ORDER, DECORUM AND CONDUCT OF MEMBERS

Subsection A. Board Responsibilities

1. Responsibilities of the Chair:

a) Presides over meetings of the Board and Members;
b) strives to facilitate consensus and collaborative decision making where possible and within appropriate timeframes to ensure effective governance;
c) maintains order and preserves the decorum of Board and Members meetings;
d) rules on points of order and points of privilege without debate or comment;
e) rules upon all other procedural matters;
f) if considered necessary because of grave disorder, adjourns or recesses the meeting for a specified time;
g) determines which Board Member or Member has the right to speak and in which order;
h) determines when all Board Members or Members who wish to speak on a motion have spoken and that the Board Members or Members are ready to vote, and then call for the vote;
i) rules whether a motion or proposed amendment is in order;
j) rules on all and may call a Board Member or Member to order;

k) cancels/reschedules regular meetings of the Board when needed;
l) calls special meetings when needed;
m) acts as a designated signing officer for banking and other relevant agreements that bind the Board;
n) represents the Board at public or official functions; and
o) signs meeting minutes approved by the Board at a meeting.

2. Board Members' responsibilities during a meeting:

Board Members are responsible for:
a) striving to achieve consensus and collaborative decision making where possible and within appropriate timeframes to ensure effective governance;
b) attending scheduled meetings;
c) carefully considering and making decisions about meeting business;
d) voting on motions put to a vote. There is no proxy vote;
e) respecting the rules of this by-law;
f) speaking respectfully at all times;
g) listening attentively, participating in a meeting, and not interrupting the proceedings;
h) refraining from using any offensive, disrespectful or unparliamentary language about any Board Member, any City or 519 official or other City employee, or the Board or City Council as a whole;
i) speaking only on the matter under debate or related motions during debate; and
j) respecting the confidentiality of matters discussed in closed meetings and not disclosing the subject or substance of these discussions, unless authorized to do so.

3. The Officers of the Board

a) The Board will elect Officers by Ordinary Resolution each year.
b) The Officers of the Board shall be Chair, Vice-Chair, Treasurer and Secretary.
c) The Board may, through Board policy, establish other Officers as it deems necessary, and shall prescribe the powers and duties of such Officers.
d) The Board may set policies outlining the duties of the Officers by Ordinary Resolution.
e) The Board may remove any individual from an Officer position at any time by Ordinary Resolution of the Board.

4. Duties of Vice-Chair

a) In the event the Chair has a conflict on a matter or is absent, the Vice-Chair assumes the role and responsibilities of the Chair.

5. Duties of Secretary

a) Shall review draft Board minutes for accuracy and ensure they are available for the Board

package;

b) May be a designated Board signing Officer for banking and other relevant agreements that bind the organization, in line with Board Policy;
c) may represent the Board at public or official functions; and
d) is delegated the powers and duties of the head set out in the Municipal Freedom of Information and Protection of Privacy Act (MFIPPA) for the Board, and shall exercise all of the powers and duties granted or vested in the head of the Board under MFIPPA for the Board.

6. Duties of Treasurer

a) The Treasurer is the designated Chair of the Board's Finance Committee, should the Board establish it;
b) May be a designated Board signing Officer for banking and other relevant agreements that bind the organization, in line with Board Policy;
c) The Board will determine the duties of the Treasurer, as they relate to the financial matters of the Board, from time to time in Board Policy; and
d) May represent the Board at public or official functions where authorized by Board Policy.

7. Vacancy in an Officer position shall be declared upon:

a) The death of an Officer;
b) The resignation of an Officer;
c) The removal of an Officer by Ordinary Resolution of the Board;
d) The revocation of an Officer's appointment to the Board by the City;
e) The event an Officer is no longer a Board Member.

8. Removing and reinstating a disciplined Board Member

a) In case any Board Member persists in a breach of the Board Member's responsibilities after having been called to order by the Chair, the Chair shall without debate put the question, "Shall the Board Member be ordered to leave for the rest of the meeting?".
b) If the Board votes in the affirmative, the Chair orders the Board Member to leave for the rest of the meeting.
c) If the Board Member apologizes, the Chair, with the approval of the Board, may permit the Board Member to return to the meeting.

9. Improper conduct

The Chair has the right to expel or exclude from any meeting, any person (including, without limitation, a Board Member, Member or member of the public) who disrupts the proceedings of the meeting.

Subsection B. Points of Order and Privilege

1. Permitting statements by a 519 or City Official when integrity questioned

When the Chair, or a Board Member, considers the integrity of a 519 or City official has been impugned or questioned by a Board Member, Member, or member of the public, the Chair may permit The 519 or City official to make a statement to the Board.

2. Point of Order or Privilege

Upon recognition by the Chair, a Board Member may present a point of order or privilege at any time.

a) No debate or amendment

The Board or a Committee cannot debate or amend a point of order or privilege.

b) Chair to immediately rule

The Chair immediately rules on the point of order or privilege and gives reasons for the ruling which are recorded in the meeting minutes.

c) When a Member may appeal the Chair's ruling

Immediately following a Chair's ruling, a Board Member may make a motion to appeal that ruling, despite another Board Member having the floor.

d) No debate or amendment on motion to appeal

Board Members cannot debate or amend a motion to appeal.

e) Steps taken after motion to appeal

When a Board Member makes a motion to appeal, the Chair:

i. Asks the Board Members, "Is the ruling of the Chair upheld?"; and
ii. Immediately puts the motion to appeal to a vote.

f) Chair's statement of authoritative rules is final

If the Chair states or reads a rule from this By-law or legislation, the Chair has not made a ruling and no Board Member shall make a motion to appeal.

Subsection C. Rules of Debate and Motions

1. Order of speaking

The Chair maintains a list of Board Members who have requested to speak or to ask questions, and the Chair calls on Board Members to speak or to ask questions in the order in which they appear on the list.

2. Questioning not to be statements

Questions must be clear and concise and may not be used to make statements or assertions.

3. Who may be questioned

Board Members may question only:

a) the Chair;
b) The 519 or City officials;
c) the previous speaker, if that speaker has moved a motion, for clarification of the motion only; and
d) Members of the public who have spoken on the item.

4. Board Member not to ask the same question

The Chair may rule a question out of order if a Board Member has already asked substantially the same question in the same form.

5. Every Board Member has a chance to speak before a second round

A Board Member may speak or ask questions once until every Board Member who wishes to speak or question has done so. A Board Member will not ask the same question.

6. General rules on making motions

(1) **Purpose of motions**

A Board Member may make a motion that:

a) affects the meeting's procedures, as set out in the procedures by-law; or
b) takes action on the matter that is currently before the Board for debate.

(2) **Withdrawing a motion**

After a Board Member has made a motion, the Board Member may only withdraw it with the consent of the Board.

(3) **No seconder required**

A motion does not require a seconder.

(4) **Motions not in mandate of Board**

A motion relating to a matter not within the jurisdiction of the Board is not in order.

(5) **Procedural motions and their order**

a) A Board Member may make procedural motions as outlined in Subsection (b) at any time when the Board Member has the floor.

b) The Board will consider the following procedural motions in the following order:

i Motion to amend the agenda;

ii Motion to adjourn;

iii Motion to recess;

iv Motion to end debate;

v Motion to extend debate;

vi Motion to limit debate;

vii Motion to fix a time for a reconvened meeting;

viii Motion to reopen or reconsider;

ix Motion to resolve into committee of the whole;

x Motion to refer; and

xi Motion to defer.

(6) **Procedural motions voted on first**

A procedural motion takes precedence over any other motion and shall be put immediately to a vote following its debate in accordance with the by-law.

7. Motion to defer or refer - limited debate

The Board may debate a motion to defer, or a motion to refer, only on the desirability of deferring or referring and the terms of the deferral or referral. The Board will not discuss the main motion or amendments until after it has voted on the motion to defer or refer.

8. Motion to defer or refer

1. A motion to defer includes:

(a) the time to which the matter is deferred, or a description of circumstances that cause the motion to be brought back; and

(b) an explanation of the motion's purpose.

2. A motion to refer includes:

(c) the name of the Committee, body or official to whom the motion or the matter is referred;

(d) the subject matter or question to be investigated; and

(e) the time period within which the matter will be reported back to the Board or Committee.

9. Motion to adjourn

A motion to adjourn the Board meeting is in order except:

(a) when another Board Member is speaking;

(b) when a vote has been called;

(c) when the Board Members are voting; or

(d) when a Board Member has indicated to the Chair a desire to speak on the matter before the Board.

(2) **Motion to adjourn to be voted on immediately**

The Board shall vote immediately on a motion to adjourn and amendments to that motion, without debate.

10. Motion to end debate

(1) A Board Member who has the floor may make a motion to end debate on the matter currently under debate any time during debate.

(2) A motion to end debate:

(a) is not debatable;

(b) cannot be amended; and

(c) is carried by a Special Resolution .

(3) A motion to end debate is put to a vote immediately.

(4) If a motion to end debate passes, the matter before the Board, including the main motion and any amendments, will immediately be put to a vote.

(5) If a motion to end debate fails to pass, the Board Member who made the motion to end debate cannot speak again on the matter.

11. Motion to consider matter previously deferred requires two-thirds vote

(1) A motion that the Board consider a matter which is solely within its jurisdiction previously deferred indefinitely or to a time or eventuality which has not yet been reached or occurred, respectively, shall be presented only if the Board so decides, by Special Resolution.

12. Reconsideration of matter previously decided by the Board

(1) Subject to Subsection (2), once the Board decides a matter, no Board Member may make a motion that would change the decision within the twelve-month period following the decision.

(2) (a) Despite Subsection (1), a Board Member who voted with the prevailing side on a matter may make a motion to reconsider the matter originally decided at the same meeting, or at a subsequent meeting at which the matter is to be reconsidered.

(b) A motion to reconsider made under Subsection (2)(a) requires a Special Resolution to pass.

(3) A motion to reconsider a matter is:

(a) not debatable; and

(b) may not be amended.

(4) If a motion to reconsider a matter passes, all previous decisions on the matter remain in force, unless the Board decides otherwise.

Subsection D. Votes

1) **(a) Board Members present must vote**

Every Board Member present at a meeting must vote on every matter put to a vote, except any Board Member who declares a conflict of interest and removes themselves from the vote.

(b) **Not voting is a negative vote**

The Secretariat records as voting in the negative any Board Member present at a meeting who does not vote, except a Board Member who has declared a conflict of interest.

2) **Majority vote required for motion to pass**

Unless this By-law specifies otherwise, a motion passes with an Ordinary Resolution.

3) **Motion fails with tied votes**

A motion does not pass if the same number of Board Members vote for it as against it.

4) **Recorded vote**

a) A Board Member may request a recorded vote on any matter and must make the request immediately before or after the vote is taken.
b) If the request for a recorded vote is made immediately after the vote is taken, the first vote is nullified and a second, recorded vote must be held.
c) When a Board Member requests a recorded vote, the Secretariat Designate records the name and vote of every Member on the matter for the meeting minutes.

5) **Separate votes**

a) If a matter under consideration contains distinct propositions, a Board Member may request that Board Members vote on each proposition separately.
b) If the Chair agrees that the matter contains distinct propositions, the Chair will rule that Board Members vote on each proposition separately.

6) **Order of voting**

1) Unless the Board decides otherwise, when a vote is taken the order of the vote shall be as follows:

a) Motion to refer;

b) Motion to defer;

c) Motion to receive;

d) Amendments in the reverse order of presentation, dealing with an amendment to an amendment immediately before the amendment it proposes to amend; and

e) Motion to adopt or motion to adopt as amended, if any amendments have carried.

ARTICLE K – OPEN AND CLOSED REGULAR AND SPECIAL BOARD MEETINGS

1. Regular meetings

(1) The Board will hold at least six meetings each calendar year.
(2) The Board will establish a meeting schedule including the Annual General Meeting for the subsequent 12 months at the first Board meeting following the Annual Meeting and publish the schedule on The 519's website following its approval.
(3) In the case that an extra Board Meeting is held that was not on the published annual

meeting schedule, notice of the meeting shall also be provided in accordance with this By-law.

(4) At the direction of the Chair, a Board Meeting may:

a) Be held physically without electronic participation;
b) Be held virtually/electronically; or
c) Be held physically but also allow for virtual/electronic participation.

2. Open Meetings

(1) Except as provided in this By-law, all Board meetings are open to the public, and no person is excluded from a meeting except for improper conduct or as required for a closed meeting or closed portion of a meeting that is closed in accordance with section 190 of the City of Toronto Act, Municipal Freedom of Information and Protection of Privacy Act, and/or other applicable legislation, as each or any may be amended from time to time.

3. Absence of Chair

(1) In the absence of the both the Chair and the Vice Chair for a period of fifteen minutes after the appointed time of the meeting, if a quorum is present, the Board shall appoint one of the other Board Members as acting Board chair to preside and to discharge the duties of the Chair during the meeting, or until the arrival of the Board Chair or Vice Chair.

4. Special Meetings

(1) **No other Business Considered**

The Board only considers the business on the agenda and no other business at a Special meeting.

(2) **Special Meeting called by the Chair**

The Chair may call a special meeting of the Board provided that:

a) Members are notified at least 7 days before the scheduled beginning of a special meeting, and notice is posted in accordance with this By-law at least 7 days before the schedule special meeting;
b) the notice for the special meeting must include the time, date, and location of the meeting; and
c) the notice states the purpose of the meeting.

(3) **Special Meeting by Petition of the Board Members**

a) If the Board Secretary or Chair receives a petition that the majority of Board Members signed, requesting a special meeting, a special Board Meeting will be convened within 30 days of the request.

b) A petition under Subsection (3)(a) must contain:

a. original signatures of the Board Members;

b. a clear statement of the meeting's purpose; and

c. the proposed time, date and place for the meeting.

c) The notice for this meeting must be sent by email to each Board Member, not less than seven days before a meeting commences and posted publicly in accordance with this By-law.

(4) Special Emergency Meeting

Despite Subsection (3), the Chair of the Board may call a Special Emergency Meeting of the Board without giving notice as required, whenever it is considered necessary to do so, if:

i. all Members are notified of the meeting personally, by electronic mail, or by any other means necessary;

ii. a majority of Board Members agree to the meeting by giving written consent to the Board Secretary personally before the beginning of the meeting; and

iii. The notice for this meeting must be sent by email to each Board Member, not less than seven days before a meeting commences and posted publicly in accordance with this By-law.

5. Closed Meetings

(1) The Board may close a meeting to the public, in accordance with the City of Toronto Act, to discuss:

a) The security of the property of The 519 or the City;

b) Personal matters about an identifiable individual, including a City employee or a 519 employee;

c) A proposed or pending acquisition or disposition of land by the City or The 519;

d) Labour relations or employee negotiations;

e) Litigation or potential litigation, including matters before administrative tribunals, affecting the City or The 519;

f) Advice that is subject to solicitor-client privilege, including communications necessary for that purpose;

g) Education or training of the Board Members;

h) A matter in respect of which the Board, Committee, or other body may hold a closed meeting under a statute other than the City of Toronto Act;

i) Information explicitly supplied in confidence to the City or The 519 by Canada, a province or territory, or a Crown agency of any of them;

j) A trade secret or scientific, technical, commercial, financial, or labour relations information, supplied in confidence to the City or The 519, which, if disclosed, could reasonably be expected to prejudice significantly the competitive position or interfere significantly with the contractual or other negotiations of a person, group of persons, or organization;

k) A trade secret or scientific, technical, commercial, or financial information that belongs to the City or The 519 and has monetary value or potential monetary value; or

l) A position, plan, procedure, criteria, or instruction to be applied to any negotiations carried on or to be carried on by or on behalf of the City or The 519.

(2) The Board shall close a meeting to the public to discuss:

(a) A request under the Municipal Freedom of Information and Protection of Privacy Act; or

(b) An ongoing investigation respecting The 519 by the Ombudsman or the Open Meeting Investigator.

(3) **Meetings begin and end always public**

All meetings begin and end in public.

(4) **Motion details for closed meetings**

Before holding a closed meeting, the Board passes a motion to hold a closed meeting. The motion states:

a. that the meeting is a closed meeting;

b. the general nature of the matter the Board is considering at the closed meeting; and

(b) giving directions or instructions to The 519 or City, or their designates, where the subject matter is described under Subsection (1) or (2).

(5) **When a closed meeting becomes public**

If the matter the Board is considering at a closed meeting no longer falls into one of the categories set out in Subsection (1) or (2), the meeting is no longer a closed meeting and continues in public.

(6) **Voting and minutes in closed meeting**

The Board in a closed meeting does not vote or keep minutes except for:

(a) a procedural matter; or
(b) giving directions or instructions to The 519 or City, or their designates.

(7) **Electronic Participation in Meetings**

(1) Despite any other provisions of this By-law, the Board and its Committees may hold a meeting where some or all of the Members participate electronically; and

(2) Where a meeting is being held in accordance with this section:
(a) any Board Member participating in the meeting electronically shall be deemed present for the purposes of determining whether a quorum is present and for the purposes of voting on any matter put to a vote, and for all other purposes.
(b) any Board Member participating in the meeting electronically shall be entitled to participate in any portion of the meeting closed to the public.
(c) Any Board Member participating in the meeting electronically shall be on-camera during the meeting proceedings, unless provided an exemption by the Board Chair.

6. Quorum

1) A quorum of the Board is a majority of Board Members.

2) If no quorum is present fifteen minutes after the time appointed for a meeting, the Board Secretary calls the roll and records the names of the Board Members present and the meeting is adjourned until the next scheduled day of meeting, or the next regular meeting, or at the call of the Chair and the meeting shall not continue on an informal basis.

3) If quorum is lost during the meeting, the Board Secretary calls the roll and records the names of the Board Members present and the meeting is adjourned until the next scheduled day of meeting, or the next regular meeting, or at the call of the Chair and the meeting shall not continue on an informal basis.

7. Committee meetings

(1) Committee meetings will be held in the same manner and follow the same procedures as Board meetings, except that Committees will hear public presentations on its agenda items in accordance with Article L prior to Members speaking, asking questions or moving motions on the item.

8. Secretariat of the Board

The Secretariat:

a) Gives notice of each regular meeting or special meeting of the Board in accordance with Article L;
b) Gives notice of each Annual General Meeting to the Board and Membership;
c) Shall prepare minutes of each Board Meeting which includes:
i) All decisions and other proceedings;
ii) The names of all Board Members attending and absent;
iii) For recorded votes, a record of the way each Board Member present voted for every motion; and
iv) A record of Board Members, if any, who declared a conflict of interest and the reason for the conflict of interest.
d) Shall share a copy of the draft minutes with the Board Secretary for review. Once reviewed by the Board Secretary, the draft minutes will be circulated to the Board as part of the regular Board package.
e) Shall include the draft minutes of the Board Meeting on the agenda for the next regular Board Meeting for the Board to confirm or amend the minutes as needed.
f) Shall read the minutes if any Board Member requests a reading at a meeting before the minutes are adopted or amended;
g) Provide the approved minutes to the Chair for signature following a meeting; and
h) Maintain every by-law and policy enacted in a safe and convenient place connected with the Agency Head's office.

ARTICLE L –PUBLIC PRESENTATIONS AT BOARD COMMITTEES

(1) Any person may address a Committee on an item on the Committee's agenda by notifying and registering in writing in accordance with Board policy to the Secretariat by 12:00 p.m. on the day before the Committee meeting.
(2) Unless the Committee decides otherwise, a public presentation has a five-minute limit.
(3) The Board may establish additional procedures for public presentations in Board policy, which will be outlined on The 519's website and available upon request.
(4) The Chair has the right to expel, or exclude, from any meeting, any person who disrupts the proceedings of the meeting.

ARTICLE M - ANNUAL GENERAL MEETING

1) Annual Meeting

There will be an Annual General Meeting of Members each calendar year, scheduled by the Board. The Board may determine that the Annual General Meeting may be held:

a) Physically without electronic participation;

b) Virtually/electronically; or
c) Physically and also allow for virtual/electronic participation.

2) Notice of Annual Meeting

The Secretariat will provide notice of the Annual General Meeting of the Members at least thirty days in advance of the date of the Annual General Meeting. The notice shall include the following:

a) The date, time and location of the Annual General Meeting including physical or electronic participation;
b) The agenda for the Annual General Meeting, including the annual report of the Board or where it can be found to be read;
c) The last date by which an individual may submit an application to be considered in the nomination process for Board members to be elected at the Annual General Meeting; and
d) Instructions on where individuals can ask questions and/or about attending the Annual General Meeting.

3) The Secretariat will provide notice of the Annual General Meeting by:
   a) posting the Notice at the community centre at least 30 days in advance of the date of the meeting;
   b) posting the Notice on The 519 website where applicable at least 30 days in advance of the date of the meeting; and
   c) sending a copy of the Notice to each Board Member at the address on file at The 519 at least 7 days in advance of the date of the meeting.

4) The Purpose of the Annual General Meeting shall be to:
   a) Receive reports on the work of The 519;
   b) Elect the nominated Board Member candidates to be recommended to City Council for appointment to the Board;
   c) Receive the annual audited financial statements; and
   d) Conduct all other business that may properly come before the meeting.

5) A quorum for the Annual General Meeting is a majority of Board Members present at the Annual General Meeting.

6) The Chair shall preside at the Annual General Meeting and administer the meeting in the same manner and following the same procedures as for Board meetings with such necessary modifications as the Chair deems fit.

7) Matters considered by the Members at an Annual General Meeting shall be decided by Ordinary Resolution of all Members present and eligible to vote on the matter, unless otherwise stated in Board policy. There is no proxy vote.

8) Voting by Members at an Annual General Meeting shall be subject to the following rules:
   a) Members must have obtained their membership at least 30 days prior to the date of the meeting in order to be eligible to vote at an Annual General Meeting;
   b) Each member is entitled to only one vote. There is no proxy vote.
   c) Voting on the election of Board Member candidates will be made by eligible Catchment Members present at the Annual General Meeting by secret ballot, as administered in accordance with Board Policy. There is no proxy vote.

9) A Nominations Committee will be composed of at least three Board members appointed by the Board and perform the responsibilities of the Nominations process in accordance with Board policy.

10) The Nominations Committee is responsible to:
   a) establish the number of vacancies for the Board (including Catchment and Non-Catchment);
   b) recruit candidates that meet the priorities as approved by the Board and eligibility requirements set by the City;
   c) seek to recruit a diverse set of candidates who possess the necessary skills and expertise to effectively govern the business and affairs of the Board;
   d) establish timelines and communicate process and deadlines for candidate submissions to the Nominations application process;
   e) Manage the process to receive, review and form a list of eligible candidates that will be presented to the Members for election at the Annual General Meeting based on Board policy;
   f) Provide the Secretariat with the list of eligible candidates at least ten days before the Annual General Meeting; and
   g) Administer the election of candidates for the Board by Catchment Members in accordance with Board policy.

11) The Board shall ensure that the Agency Head informs the City of the elected nominees to be considered for appointment(s) by Council to fill the number of vacancies on the Board.

ARTICLE N – BOARD AND COMMITTEE MEETING AGENDAS AND MEETING PROCEDURES

1) **Board Agendas**

The Agency Head, in consultation with the Officers of the Board, shall establish agenda deadlines for regular meetings and special meetings of the Board and its Committees.

2) **Deadlines and content of Board agenda**

If the Agency Head receives the following matters prior to the agenda deadline and the matters are within the Board's mandate, the Secretariat will place them on the agenda for the next regular Board meeting:

a) Communications from Board Members;
b) Communications from City Council;
c) Communications from a Committee;
d) Reports from 519 officials or City officials; and
e) Communications related to a matter on the agenda.

3) **Agency Head prepares supplementary agenda for supplementary business**

(1) If necessary, the Agency Head may prepare a supplementary agenda for reports and other communications supplementing business on the regular Board agenda which is received after the agenda deadline.
(2) The Agency Head may add a report or communication received after the regular agenda deadline to the supplementary agenda if the Agency Head, in consultation with the Board Chair, decides that the report or communication supplements or relates to an item already on the agenda.

4) **Late new business reports or communications**

(1) Subject to Subsection (2), if the Agency Head receives a report or communication pertaining to matters not on the agenda after the regular agenda deadline for the Board or Committee meeting has closed, the Agency Head will add them to the agenda for the Board or Committee subsequent to the meeting where the agenda deadline has closed.
(2) Despite Subsection (1), by Ordinary Resolution of the Board, the Board may add any new report or communication to the agenda for a meeting.

5) **Notice of Meeting**

The Secretariat will prepare, publish on the Board's website and distribute notice for regular meetings, Annual General and special meetings of the Board and its Committees. Such notice will include:

a) The date, time and location of the meeting (including electronic information where applicable);
b) Minutes of the previous meeting (if applicable);
c) The agenda for the meeting; and
d) Instructions on where individuals can submit comments or ask questions about

the agenda and/or attending the meeting.

6) **Notice given by publishing agenda**

The notice prepared by the Secretariat for the Board meeting is notice of all business included in that agenda subject to other notice provisions in this by-law and of any applicable legislation and shall be given by:

a) posting the Notice containing the agenda and minutes at the community centre at least 7 days in advance of the date of the meeting;
b) posting the Notice containing the agenda and minutes on The 519 website; and
c) sending a copy of the Notice to each Board Member at the address on file at The 519 at least 7 days in advance of the date of the meeting.

7) **Agenda Order**

Unless otherwise decided by the Board, the Board considers the items on the Agenda in the order in which it is listed on the Agenda.

8) **Changes to the Agenda**

The Board, without debate, may by Ordinary Resolution, make any alteration to the order of the business but may not delete any item from the agenda.

9) **Board Members' options for presenting communications**

(1) Board Members may present communications to the Board about:
a) any matter on the meeting agenda; or
b) matters not on the meeting agenda but within the Board's mandate provided it is ruled in order by the Chair.

(2) In submitting communications under Subsection (1)(b), Board Members must comply with any applicable notice requirements and must meet agenda deadlines.

10) **Procedures for Board Committee Agenda Items**

The following procedures apply to the consideration of agenda items at meetings:

a) **Introduction of subject matter**
The Chair introduces the matter before the Board. The Chair may ask if there are any presentations, questions or speakers on the matter, and if there are none, the Chair may put the matter to a vote.

b) **Board Committee Reports**
If the item is a Board Committee report, the Committee Chair or as requested The

519 relevant official will present the item.

c) **Staff Report / Presentations**
If the item is a 519 Official staff report, the relevant staff will present the report and any recommendations.

d) **Presentation by public who register notice of intention to present during Committee**
At a Committee meeting, the Committee will hear public presentations from everyone who has registered a notice of intention to make a public presentation on the matter before the Board Committee.

e) **Board Member's questions to a public presenter in Committee**
After the public presentation, a Committee Member may ask the presenter any relevant questions.

f) **Member questions to 519 or City Officials**
After the Board hears all presentations related to the matter, a Board Member may ask The 519 or City officials questions on the matter.

g) **Board options on considering the matter**
After hearing all presentations on the matter and asking any related questions to presenters and officials from The 519 or City, the Board may immediately consider the matter, debate the matter or defer considering it to a future Board meeting.

h) **After debate, the Board votes**
After the Board debates the matter, the Chair puts the matter to a vote.

ARTICLE O - Waiving and Suspension of By-law Provisions

1) **Waiver of rules**

Subject to Subsection (2), a motion to waive, or not to follow a rule of procedure established by this by-law on a one-time basis requires a Special Resolution.

2) **Rules that cannot be waived**

The Board cannot waive the following rules:

a) amending this By-law;
b) quorum necessary for Board and committee meetings;

c) meetings open to the public;
d) closed meetings;
e) reconsidering decisions; and
f) Special Resolution required to waive the rules.

3) **Suspension of Rules**

Criteria for suspending rules and substituting special rules

(1) Subject to Subsection (3) and by a Special Resolution, the Board may suspend any rule in this By-law and may replace it with a special rule for a set period of time if:
a) it has given notice at a previous Board meeting; and
b) the suspension is only for a defined period.

(2) Any special rules adopted under Subsection (1) are considered part of the procedures by-law.

(3) The Board cannot suspend the following rules:
a) amending this By-law;
b) quorum necessary for Board and committee meetings;
c) meetings open to the public;
d) closed meetings; and
e) reconsidering decisions.

ARTICLE P - Amendments to Procedures By-law

1. (1) **Two-thirds vote required**

To pass a motion to amend or repeal this By-law requires a Special Resolution.

(2) **Notice to be given at previous Board meeting**

The Board will only consider amendments or repeal of this By-law at a Board meeting if a previous regular Board meeting received notice of the proposed amendment or repeal.

(3) **Approval by Toronto City Council**

The Board shall submit any amendment to this By-law to City Council for approval.

Q. Effective Date

1. This by-law shall come into force on July 24, 2024.

Enacted and passed on July 24, 2024.

Chair

Secretary

CERTIFIED to be "*General By-Law No. 2 of The 519*", as enacted by the Board members of The 519 by Special Resolution June 10, 2024.